

Company No. 3209169

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
of
HCP HOLDINGS LIMITED

Passed on 17 February 2003

On 17th February 2003 the following resolutions were duly passed as written resolutions of the Company.

ORDINARY RESOLUTIONS

1. **That** the authorised share capital of the Company be increased from £500,000 to £560,000 by the creation of a further 300,000 Ordinary Shares of 20p each.
2. **That** with effect from the time of passing of this Resolution the Directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to an aggregate nominal amount of £60,000 provided that this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date falling five years from the date of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

Dated 17 February 2003


Director

